

Filing Fee \$150.00

State of Rhode Island and Providence Plantations

OFFICE OF THE SECRETARY OF STATE

CORPORATIONS DIVISION
100 NORTH MAIN STREET
PROVIDENCE, RI 02903

Corp. I.D. #

BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

FIRST. The name of the corporation is wonder years, inc.

(A close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)

SECOND. The period of its duration is (if perpetual, so state) perpetual.

THIRD. The purpose or purposes for which the corporation is organized are:

To engage in child care services and to engage in any and all lawful business for which corporations may be incorporated under the Rhode Island Business Corporations Act; and to have all the powers conferred upon corporations under the Rhode Island Business Corporations Act.

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FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

2,000

(a) *If only one class:* Total number of shares
(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.)

common no par value

or

(b) *If more than one class:* Total number of shares
(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

In the event that any holder of any shares of capital stock of said corporation shall desire to sell the same, he shall first offer the same for sale to said corporation at the lowest price at which he is willing to sell the same; provided, however, that said corporation, upon the vote of a majority of the issued and outstanding shares of capital stock voting, exclusive of the shares offered for sale as aforesaid, shall elect to purchase said shares within ten (10) days from the date upon which it is notified of said offer, and said price, by said holder of shares; and further said corporation shall notify said holder of shares of its said election within forty eight (48) hours after said vote is cast, in writing, by registered mail, or hand delivery, addressed to the last usual place of abode of said holder of shares; and in the event that said corporation shall not elect to purchase said shares; or fail to give notice as aforesaid, said holder of shares may sell the same to any person, or persons at a price not less than said price for which said shares were offered to said corporation, as aforesaid.

SIXTH. Provisions (if any) for the regulation of the internal affairs of the corporation:

SEVENTH. The address of the initial registered office of the corporation is
..... Michelle E. Lyon (add Zip Code)
and the name of its initial registered agent at such address is: 46 Miller Street,
Middletown, RI 02840

Michelle Lyon

Signature of registered agent

EIGHTH. The number of directors constituting the initial board of directors of the corporation is none and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
Michelle E. Lyon, President	46 Miller Street, Middletown, RI 02840
Michelle E. Lyon, V. President	46 Miller Street, Middletown, RI 02840
Michelle E. Lyon, Secretary	46 Miller Street, Middletown, RI 02840
Michelle E. Lyon, Treasurer	46 Miller Street, Middletown, RI 02840

NINTH. The name and address of each incorporator is:

Name	Address
Michelle E. Lyon	46 Miller Street, Middletown, RI 02840

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon filing of these Articles of Incorporation

Dated March 17, 19 93

Michelle E. Lyon

Signature of each incorporator

STATE OF RHODE ISLAND } In the CITY
COUNTY OF Newport } Town } of Middletown
in said county this 12th day of March, A.D. 1993
then personally appeared before me Michelle E. Lyon

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

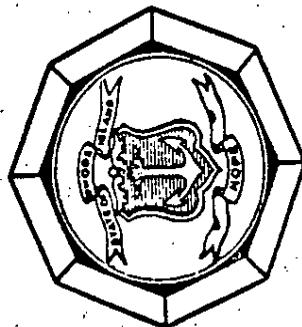
Sharon L. Reynolds
Notary Public

Rec'd & Filed MAR 22 1993

*AMT 29
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APPROVED ASSISTANT: KIMBERLY BARRY

State of Rhode Island and Providence Plantations
Department of Children, Youth and Families



Bruce Sundlun, Governor

No. 40,098

This is to certify that:

Michelle Sullivan

46 Miller Street, Middletown, Rhode Island 02840

of _____ operate a FAMILY DAY CARE HOME

is ~~recessed~~/certified to _____
8 children: no more than four under 18 months of age.

This ~~recessed~~ certification is issued under the provisions of Title 42, Chapter 72.1 of the General Laws of Rhode Island, 1986, as amended.

This ~~recessed~~ certification is issued in accordance with the provisions of Title VI of the Civil Rights Act of 1964 as amended and all other Federal and State laws and regulations pertaining to equal opportunity which prohibit discrimination on the basis of race, color, national origin, age, sex, religion or handicap. Any person who believes that discrimination is being practiced for any of the above reasons has the right to file a complaint with the Rhode Island Department of Children, Youth and Families, with the U.S. Department of Health and Human Services or with both.

31st December 19 94
This ~~recessed~~ certification will expire on the _____

Approved December 21, 19 92

Linda D'Amario Rossi

Linda D'Amario Rossi, Director
Department of Children, Youth and Families

RHODE ISLAND DEPARTMENT OF CHILDREN, YOUTH AND FAMILIES
DAY CARE LICENSING
610 MOUNT PLEASANT AVENUE
PROVIDENCE, RHODE ISLAND 02908

April 28, 1993

Ms. Pamela Palumbo
Acting Director of Corporations
Office of The Secretary of State
100 North Main Street
Providence, Rhode Island 02903-1335

Re: wonder years, inc.
Michelle (Lyon) Sullivan
46 Miller Street
Middletown, RI 02840

Dear Ms. Palumbo,

As requested, I am sending a copy of the family day care home certification for Michelle Sullivan of 46 Miller Street, Middletown. Ms. Sullivan originally applied to this office under the name of Michelle Lyon but changed her name because of marriage while going through the certification process.

As you will note, she is certified as a family day care home, not a day care center.

Sincerely,

Jo Anne K. Flodin

Jo Anne K. Flodin
Child Development Specialist
Supervisor, Day Care Licensing

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State of Rhode Island and Providence Plantations
Barbara M. Leonard
Secretary of State
100 North Main Street
Providence, Rhode Island
02903-1335

April 16, 1993

Department of Children, Youths & Their Families
610 Mount Pleasant Avenue
Providence, RI 02908
Attn: Joann Flodin

RE: Articles of Incorporation of:
wonder years, inc.

Dear Ms. Flodin:

Please find enclosed a copy of the Articles of Incorporation for the above corporation which will be operating a day care center. We have accepted their incorporation date of 03/22/93 and will await a copy of their license from your department.

If you have any questions, please feel free to contact me at (401) 277-3040. Thank you in advance for your cooperation.

Sincerely,

Pamela L. Palumbo

Pamela L. Palumbo
Acting Director of Corporations

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